

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i> , ¹)	Case No. 18-23538 (RDD)
Debtors.)	(Jointly Administered)

**SUMMARY OF SECOND INTERIM FEE APPLICATION OF PRIME CLERK LLC,
AS ADMINISTRATIVE AGENT TO THE DEBTORS, FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM MARCH 1, 2019 THROUGH JUNE 30, 2019**

Name of Applicant:	Prime Clerk LLC
Authorized to Provide Services as:	Administrative Agent
Date of Retention:	November 19, 2018 <i>nunc pro tunc</i> to October 15, 2018
Period for which compensation and reimbursement is sought:	March 1, 2019 through June 30, 2019 (“ Interim Fee Period ”)
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$30,579.85

¹The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Amount of Expense Reimbursement Sought: \$0.00

**Total Amount of Fees and Expense Reimbursement
Sought as Actual, Reasonable and Necessary \$30,579.85**

This is an: _____ monthly X interim _____ final application.

Prior Interim Fee Applications

DATE FILED; ECF NO.	PERIOD COVERED	REQUESTED TO BE PAID		PAID	
4/15/19; ECF No. 3196	10/15/18 – 2/28/19	Fees	Expenses	Fees (100%)	Expenses (100%)
		\$981.75	\$0.00	\$981.75	\$0.00
TOTAL		\$981.75	\$0.00	\$981.75	\$0.00

Prior Monthly Fee Statements Filed During the Interim Fee Period

Date Filed; Docket No.	Period Covered	Requested		Paid or to be Paid		Holdback (20%)
		Fees	Expenses	Fees	Expenses	
4/15/19; Docket No. 3193	10/15/18 – 11/30/18; 2/1/19 – 3/31/19	\$6,493.55 (payment of 80% or \$5,194.84)	\$0.00	\$5,391.19 (100% Oct- Feb; 80% of March)	\$0.00	\$1,102.36
5/23/19; Docket No. 4013	4/1/19 – 4/30/19	\$2,223.55 (payment of 80% or \$1,778.84)	\$0.00	\$1,778.84 (80% of \$2,223.55)	\$0.00	\$444.71
6/28/18; Docket No. 4393	5/1/19 – 5/31/19	\$14,577.85 (payment of 80% or \$11,662.28)	\$0.00	\$11,662.28 (80% of \$14,577.85)	\$0.00	\$2,915.57
7/30/19; Docket No. 4654	6/1/19 – 6/30/19	\$8,266.65 (payment of 80% or \$6,613.32)	\$0.00	\$6,613.32 (80% of \$8,266.65)	\$0.00	\$1,653.33
Total:		\$31,561.60	\$0.00	\$25,445.63	\$0.00	\$6,115.97

Summary of Hours Billed by Prime Clerk Employees During the Interim Fee Period

Prime Clerk Employee	Position of the Applicant	Total Hours	Hourly Rate	Total Fees Requested
Daloia, James F	Director of Solicitation	0.50	\$240.00	\$120.00
Johnson, Craig	Director of Solicitation	102.50	\$240.00	\$24,600.00
Pullo, Christina	Director of Solicitation	16.20	\$240.00	\$3,888.00
Sharp, David	Director of Solicitation	4.10	\$240.00	\$984.00
Adler, Adam M	Director	3.00	\$220.00	\$660.00
Baer, Herb C	Director	0.80	\$220.00	\$176.00

Dubin, Mariah	Director	2.50	\$220.00	\$550.00
Jaffar, Amrita C	Director	1.60	\$220.00	\$352.00
Weiner, Shira D	Director	4.60	\$220.00	\$1,012.00
Brown, Mark M	Solicitation Consultant	14.70	\$215.00	\$3,160.50
Kesler, Stanislav	Solicitation Consultant	4.00	\$215.00	\$860.00
Labissiere, Pierre	Solicitation Consultant	13.70	\$215.00	\$2,945.50
Liu, Calvin L	Solicitation Consultant	1.50	\$215.00	\$322.50
Lonergan, Senan L	Solicitation Consultant	6.50	\$215.00	\$1,397.50
Orchowski, Alex T	Solicitation Consultant	1.90	\$215.00	\$408.50
Scully, Nickesha C	Solicitation Consultant	0.50	\$215.00	\$107.50
Allen, Richard M	Director	2.10	\$210.00	\$441.00
Bishop, Brandon N	Director	0.80	\$210.00	\$168.00
Ruiz, Gustavo A	Director	1.00	\$210.00	\$210.00
Bitman, Oleg	Senior Consultant	0.80	\$195.00	\$156.00
Pagan, Chanel C	Consultant	0.60	\$175.00	\$105.00
Bindra, Shamick J	Technology Consultant	5.90	\$70.00	\$413.00
Senecal, Brian A	Technology Consultant	0.20	\$70.00	\$14.00
Lim, Rachel	Technology Consultant	1.40	\$55.00	\$77.00
Singh, Kevin	Technology Consultant	8.50	\$55.00	\$467.50
Reyes, Ronald A	Technology Consultant	2.00	\$45.00	\$90.00
TOTAL		201.90		\$43,685.50²
	BLENDED RATE		\$216.37	

Summary of Hours Billed by Subject Matter During the Interim Fee Period

Matter Description	Total Hours	Total Fees Requested
Ballots	16.30	\$1,554.50
Call Center / Creditor Inquiry	15.30	\$3,351.00
Disbursements	5.40	\$1,243.50
Retention / Fee Application	6.20	\$1,337.00
Solicitation	158.70	\$36,199.50
TOTAL	201.90	\$43,685.50³

Summary of Expenses Incurred During the Interim Fee Period

Description	Total Expenses Requested
N/A	N/A
Total:	N/A

^{2,3} This amount has been discounted to \$30,579.85 in accordance with the terms of Prime Clerk's retention. Taking into account this discount, the blended hourly rate is \$151.46.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i> , ¹)	Case No. 18-23538 (RDD)
Debtors.)	(Jointly Administered)

**SECOND INTERIM FEE APPLICATION OF PRIME CLERK LLC,
AS ADMINISTRATIVE AGENT TO THE DEBTORS, FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM MARCH 1, 2019 THROUGH JUNE 30, 2019**

Prime Clerk LLC (“**Prime Clerk**”), administrative agent to Sears Holdings Corporation and certain of its affiliates as debtors and debtors in possession (collectively, the “**Debtors**”), files this second interim fee application (the “**Application**”), pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Rules (the “**Local Bankruptcy Rules**”) of the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) and the *Order Authorizing Procedures for Interim Compensation and*

¹The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Reimbursement of Expenses of Professionals [Docket No. 796] (the “**Compensation Order**”), for payment of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services for the interim period from March 1, 2019 through June 30, 2019 (the “**Interim Fee Period**”). In support of the Application, Prime Clerk respectfully represents as follows:

Jurisdiction

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order Reference of the United States District Court for the Southern District of New York, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The predicates for the relief requested herein are sections 327, 330 and 331 of the Bankruptcy code, Bankruptcy Rule 2016, Local Bankruptcy Rule 2016-1 and the Compensation Order.

Background

3. On October 15, 2018 (the “**Commencement Date**”), each of the Debtors filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On October 16, 2018, this Court entered an order jointly administering these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). An official committee of unsecured creditors was appointed in these chapter 11 cases on October 24, 2018. On April 22, 2019, the Court entered an order appointing an independent fee examiner [Docket No. 3307].

Retention of Prime Clerk

4. On November 19, 2018, the Court entered the *Order Pursuant to 11 U.S.C. § 327(a), Bankruptcy Rules 2014(a) and 2016(a), and Local Rules 2014-1 and 2016-1 Authorizing Retention and Employment of Prime Clerk LLC as Administrative Agent for the Debtors Nunc Pro Tunc to the Commencement Date* [Docket No. 812], which authorized the Debtors to employ and retain Prime Clerk as administrative agent *nunc pro tunc* to the Commencement Date in these chapter 11 cases.

Relief Requested

5. By this Application, Prime Clerk seeks allowance on an interim basis of compensation for professional services rendered to the Debtors during the Interim Fee Period in the aggregate amount of \$30,579.85 and for reimbursement of actual and necessary expenses incurred in connection with the rendering of such services in the aggregate amount of \$0.00, for a total aggregate amount of \$30,579.85. Itemized invoices for the Interim Fee Period are attached hereto as **Exhibit A**.

Monthly Compensation

6. Pursuant to the Compensation Order, Prime Clerk has previously submitted a description of the hours it spent rendering services to the Debtors during the Interim Fee Period and a request for allowance and payment of fees and expenses related to such services in its (i) *Combined Monthly Fee Statement of Prime Clerk LLC, as Administrative Agent to the Debtors, for the Periods from (i) October 15, 2018 through November 30, 2018 and (ii) February 1, 2019 through March 31, 2019* [Docket No. 3193], (ii) *Monthly Fee Statement of Prime Clerk LLC, as Administrative Agent to the Debtors, for the Period from April 1, 2019 through April 30, 2019* [Docket No. 4013], (iii) *Monthly Fee Statement of Prime Clerk LLC, as Administrative Agent to*

the Debtors, for the Period from May 1, 2019 through May 31, 2019 Docket No. 4393], and (iv) *Monthly Fee Statement of Prime Clerk LLC, as Administrative Agent to the Debtors, for the Period from June 1, 2019 through June 30, 2019* [Docket No. 4654] (each, a “**Monthly Fee Statement**,” and collectively, the “**Monthly Fee Statements**”).

7. All services for which compensation has been requested by Prime Clerk during the Interim Fee Period were performed for or on behalf of the Debtors. The fees and disbursements sought by this Application do not include any fees or disbursements that have been sought for services provided by Prime Clerk under the Notice and Claims Agent Retention Order², which provides for separate procedures for the payment of such fees and disbursements. Similarly, no fees or disbursements for services provided to the Debtors under the Notice and Claims Agent Retention Order has been sought by the Monthly Fee Statements or is being sought hereby.

8. Lastly, except to the extent of the advance paid to Prime Clerk (as described in the Prime Clerk LLC Engagement Letter Between Prime Clerk and the Debtors) and payment of the fees and disbursements sought in the Monthly Fee Statements, Prime Clerk has neither sought nor received any payment or promises for payment from any source during the Interim Fee Period in connection with the matters described in this Application. Also, there is no agreement or understanding between Prime Clerk and any other person, other than the affiliates, partners, managers, directors and employees of Prime Clerk, for sharing of the compensation to be received for services rendered to the Debtors in these chapter 11 cases.

² The Notice and Claims Agent Retention Order is that certain *Order Pursuant to 11 U.S.C. § 105(a), 28 U.S.C. § 156(c), and Local Rule 5075-1 Appointing Prime Clerk LLC as Claims and Noticing Agent for the Debtors*, entered by the Court on October 16, 2018 [Docket No. 113].

Summary of Professional Services Rendered

9. The professional services that Prime Clerk rendered during the Interim Fee Period are grouped by subject matter and summarized as follows:

- **Ballots**

Fees: \$1,554.50; Hours: 16.30

Ballots services included processing incoming ballots, including receiving, reviewing and analyzing incoming ballots for timeliness and validity, inputting ballots into the voting database and auditing same, and providing technical support for processing of electronically filed ballots.

- **Call Center / Credit Inquiry**

Fees: \$3,351.00; Hours: 15.30

Call Center / Credit Inquiry services provided included: (i) reviewing and responding to inquiries from creditors and nominees regarding the solicitation process, including the disclosure statement hearing, CUSIPS, voting, tabulation, and distributions; and (ii) preparing frequently asked questions for use in connection with solicitation inquiries and preparing related responses.

- **Disbursements**

Fees: \$1,243.50; Hours: 5.40

Disbursements services provided included conferring and coordinating among the Prime Clerk case team, the Depository Trust Company, Computershare and Debtors' counsel regarding solicitation and distribution mechanics with respect to the Debtors' securities.

- **Retention / Fee Application**

Fees: \$1,337.00; Hours: 6.20

Retention / Fee Application services provided included drafting, revising and finalizing the Monthly Fee Statements and Prime Clerk's interim fee application filed at Docket No. 3196.

- **Solicitation**

Fees: \$36,199.50; Hours: 158.70

Solicitation services provided included: (i) responding to inquiries from Debtors' counsel related to the solicitation process and related mechanics; (ii) reviewing and providing comments to the solicitation materials, including the disclosure statement, solicitation procedures, ballots and plan; (iii) conferring and coordinating among the Prime Clerk case team regarding comments to the solicitation materials; (iv) analyzing the solicitation procedures with respect to holders of securities; (v) updating Prime Clerk's proprietary database for purposes of plan classifying parties in interest and performing quality assurance review of same; (vi) conferring and coordinating among the Prime Clerk case team regarding the timeline for solicitation of a plan; (vii) preparing for and participating in telephone conferences with Debtors' counsel regarding tabulation mechanics; (viii) reviewing and analyzing technological aspects of plan solicitation; (ix) reviewing and revising the draft ballots for all classes and performing quality assurance review of same; (x) reviewing the list of registered holders to identify parties for solicitation purposes; and (xi) preparing for and participating in telephone conferences with Debtors' counsel and Broadridge regarding the plan release opt-out.

Summary of Expenses Incurred

10. In rendering the services described herein, Prime Clerk did not incur any actual and necessary expenses during the Interim Fee Period.

**Prime Clerk's Requested Fees and
Reimbursement of Expenses Should Be Allowed by this Court**

11. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual, necessary services rendered ... and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330 sets forth the criteria for the award of compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded ... the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

12. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amounts requested by Prime Clerk are fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the rates charged for such services, (d) the nature and extent of the services rendered, (e) the value of such services and (f) the costs of comparable services other than in a case under this title.

13. In addition, Prime Clerk's hourly rates are set at a level designed to fairly compensate Prime Clerk for the work of its professionals and to cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates

are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

14. Lastly, Prime Clerk maintains computerized records of the time spent by employees of Prime Clerk in connection with its role as administrative agent to the Debtors. Exhibit A hereto: (i) identifies the employee that rendered services in each task category; (ii) describes each service such employee performed; (iii) sets forth the number of hours in increments of one-tenth of an hour spent by each individual providing services; and (iv) as applicable, lists the amount and type of expenses incurred.

Allowance of Compensation and Reimbursement of Expenses

15. Prime Clerk requests that it be allowed, on an interim basis, compensation for professional services rendered and reasonable and necessary expenses incurred during the Interim Fee Period in the aggregate amount of \$30,579.85 and \$0.00, respectively, for a total aggregate amount of \$30,579.85. It is possible that some time expended or expenses incurred during the Interim Fee Period are not reflected in this Application. Prime Clerk reserves the right to include such amounts in future fee applications.

Certification of Compliance and Waiver

16. The undersigned has reviewed the requirements of Rule 2016-1 of the Local Rules and that the Application substantially complies with that Local Rule. To the extent that the Application does not comply in all respects with the requirements of Local Rule 2016-1, Prime Clerk believes that such deviations are not material and respectfully requests that any such requirements be waived.

Notice

17. Pursuant to the Compensation Order, this Application will be served upon the Fee Notice Parties (as defined in the Compensation Order). Prime Clerk submits, in light of the relief requested, no other or further notice is necessary.

Conclusion

WHEREFORE, Prime Clerk respectfully requests that the Court enter an order: (i) granting Prime Clerk interim allowance of compensation for professional services rendered in the aggregate amount of \$30,579.85, which represents 100% of the total compensation for professional services rendered by Prime Clerk during the Interim Fee Period; (ii) granting Prime Clerk reimbursement of \$0.00 for 100% of the actual and necessary costs and expenses incurred by Prime Clerk during the Interim Fee Period; (iii) authorizing and directing the Debtors to pay Prime Clerk \$30,579.85 (less any amounts previously paid) for professional services rendered and for actual and necessary expenses; and (iv) granting such other and further relief as is just and proper.

Dated: August 14, 2019
New York, New York

/s/ Shira D. Weiner
Shira D. Weiner
General Counsel
Prime Clerk LLC
830 Third Avenue, 9th Floor
New York, New York 10022
Phone: (212) 257-5450
sweiner@primeclerk.com

Administrative Agent to the Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:)	Chapter 11
)	
SEARS HOLDINGS CORPORATION, <i>et al.</i> , ¹)	Case No. 18-23538 (RDD)
)	
Debtors.)	(Jointly Administered)
)	

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF
SECOND INTERIM FEE APPLICATION OF PRIME CLERK LLC,
ADMINISTRATIVE AGENT TO THE DEBTORS, FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM MARCH 1, 2019 THROUGH JUNE 30, 2019**

I, Shira D. Weiner, hereby certify that:

1. I am the General Counsel of Prime Clerk LLC (“**Prime Clerk**”), administrative agent to Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”).

2. This certification is made in respect of Prime Clerk’s compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York

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Bankruptcy Cases, effective as of February 5, 2013 (as adopted by General Order M-447) (the “**Local Guidelines**”), and the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. §330 effective January 30, 1996 (the “**UST Guidelines**” together with the Local Guidelines, the “**Fee Guidelines**”), in connection with Prime Clerk’s interim fee application (the “**Application**”) for allowance and approval of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services for the period from March 1, 2019 through June 30, 2019 (the “**Interim Fee Period**”).

3. In respect of Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and expenses sought fall within the Fee Guidelines;
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Prime Clerk and generally accepted by Prime Clerk’s clients; and
- (d) in seeking the reimbursement of expenses described in the Application, Prime Clerk did not make a profit on those services, whether performed by Prime Clerk in-house or through a third party.

4. In respect of Section B.2 of the Local Guidelines, I certify that Prime Clerk has provided the U.S. Trustee, the Debtors and their attorneys, and counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) with a statement of Prime Clerk’s fees and expenses accrued during the Interim Fee Period.

5. In respect of Section B.3 of the Local Guidelines, I certify that the Debtors, its attorneys, counsel to the Committee and the U.S. Trustee are each being provided with a copy of the Application.

6. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: August 14, 2019
New York, New York

/s/ Shira D. Weiner

Shira D. Weiner
General Counsel
Prime Clerk LLC
830 Third Avenue, 9th Floor
New York, New York 10022
Phone: (212) 257-5450
sweiner@primeclerk.com

Administrative Agent to the Debtors

Exhibit A

Fee Detail



830 Third Avenue, 9th Floor
New York, NY 10022

primeclerk.com

Hourly Fees by Employee through March 2019

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
RLI	Lim, Rachel	TC - Technology Consultant	1.40	\$55.00	\$77.00
BAS	Senecal, Brian A	TC - Technology Consultant	0.20	\$70.00	\$14.00
MMB	Brown, Mark M	SA - Solicitation Consultant	1.30	\$215.00	\$279.50
PL	Labissiere, Pierre	SA - Solicitation Consultant	4.80	\$215.00	\$1,032.00
CLL	Liu, Calvin L	SA - Solicitation Consultant	0.30	\$215.00	\$64.50
SLL	Lonergan, Senan L	SA - Solicitation Consultant	1.00	\$215.00	\$215.00
CJ	Johnson, Craig	DS - Director of Solicitation	17.50	\$240.00	\$4,200.00
CP	Pullo, Christina	DS - Director of Solicitation	6.00	\$240.00	\$1,440.00
DS	Sharp, David	DS - Director of Solicitation	2.30	\$240.00	\$552.00
TOTAL:			34.80		\$7,874.00

Hourly Fees by Task Code through March 2019

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
BALL	Ballots	1.60	\$91.00
DISB	Disbursements	4.30	\$1,007.00
INQR	Call Center / Credit Inquiry	0.30	\$64.50
SOLI	Solicitation	28.60	\$6,711.50
TOTAL:		34.80	\$7,874.00

Sears Holdings Corporation

Page 2

Invoice #: 9408

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
03/05/19	PL	SA	Review and respond to inquiry from Phil DiDonato at Weil related to solicitation	Solicitation	0.20
03/06/19	PL	SA	Review and respond to inquiry from Phil DiDonato at Weil related to the upcoming solicitation	Solicitation	0.60
03/06/19	PL	SA	Prepare for and participate in telephone conference with Phil DiDonato at Weil related to solicitation	Solicitation	1.00
03/08/19	PL	SA	Review and respond to inquiry from Phil DiDonato at Weil related to solicitation	Solicitation	0.50
03/11/19	CP	DS	Coordinate with case team regarding voting and solicitation issues related to general unsecured creditors	Solicitation	0.70
03/11/19	PL	SA	Review and respond to inquiry from Phil DiDonato at Weil related to solicitation	Solicitation	1.20
03/14/19	RLI	TC	Technical support for processing electronically filed ballots	Ballots	0.60
03/15/19	BAS	TC	Technical support for updating ballot information	Ballots	0.20
03/18/19	PL	SA	Review and respond to inquiry from Phil DiDonato at Weil related to the upcoming solicitation	Solicitation	0.50
03/18/19	RLI	TC	Technical support for processing electronically filed ballots	Ballots	0.80
03/19/19	CP	DS	Coordinate with Prime Clerk case team, DTC and Weil (J. Goltser) regarding payment of PIK interest and drawdown of credit bid securities (.8); participate on call with Kelley Drye, Cleary, Weil, Computershare and DTC regarding same (.4)	Disbursements	1.40
03/19/19	CP	DS	Review email from P. DiDonato (Weil) regarding solicitation information for disclosure statement	Solicitation	0.10
03/19/19	DS	DS	Prepare for and participate in telephone conference with DTC, Computershare and counsel regarding solicitation and distribution mechanics	Disbursements	0.50
03/19/19	DS	DS	Review DTC comments to solicitation and distribution procedures	Disbursements	0.50
03/19/19	DS	DS	Prepare for and participate in telephone conference with counsel regarding solicitation mechanics for holders of securities	Solicitation	0.20
03/19/19	SLL	SA	Confer and coordinate with Prime Clerk case team on the credit bid cancellation of certain bond securities in connection with distributions	Disbursements	0.50
03/19/19	SLL	SA	Prepare for and participate in telephone conference with Weil, Cleary and DTC re creditor bid cancellation of certain bond securities in connection with distributions	Disbursements	0.50
03/20/19	CLL	SA	Respond to creditor inquiries related to solicitation	Call Center / Credit Inquiry	0.30
03/20/19	PL	SA	Review and respond to inquiry from Phil DiDonato at Weil	Solicitation	0.30

Sears Holdings Corporation

Page 3

Invoice #: 9408

			related to the upcoming solicitation		
03/25/19	CP	DS	Coordinate with Weil (J. Goltser) regarding paydown of existing notes related to sale credit bid and effect on distributions	Disbursements	0.20
03/26/19	CJ	DS	Review and provide comments to motion to approve disclosure statement	Solicitation	3.20
03/26/19	CJ	DS	Review and provide edits to draft solicitation procedures and ballots	Solicitation	1.80
03/26/19	CJ	DS	Review plan of reorganization for solicitation-related provisions	Solicitation	1.10
03/26/19	CP	DS	Coordinate with DTC and Weil (J. Goltser) regarding cancellation of certain credit bid notes	Disbursements	0.70
03/26/19	CP	DS	Review and provide comments to plan in coordination with Prime Clerk case team	Solicitation	0.60
03/27/19	CJ	DS	Prepare for, participate in, and conduct follow up re: call with C. Pullo (Prime Clerk) regarding potential comments to solicitation procedures and ballots	Solicitation	0.40
03/27/19	CJ	DS	Review and edit draft master ballots and beneficial holder ballots	Solicitation	2.20
03/27/19	CJ	DS	Review draft plan for purpose of providing comments on the solicitation procedures, ballots, and notices	Solicitation	1.10
03/27/19	CP	DS	Review and provide comments on solicitation document drafts in coordination with C. Johnson (Prime Clerk)	Solicitation	1.40
03/28/19	CJ	DS	Review and and provide comments to motion to approve disclosure statement and solicitation procedures, including review and edit to ballots and notices	Solicitation	5.60
03/28/19	CP	DS	Review revised solicitation documents in coordination with C. Johnson (Prime Clerk)	Solicitation	0.70
03/28/19	DS	DS	Review solicitation documents and provide comments thereto	Solicitation	1.10
03/28/19	MMB	SA	Confer and coordinate with case team (C Johnson) re upcoming solicitation and edit solicitation documents	Solicitation	1.30
03/28/19	PL	SA	Review and respond to inquiry from Phil DiDonato at Weil related to the upcoming solicitation	Solicitation	0.50
03/29/19	CJ	DS	Review and provide suggested comments to draft chapter 11 plan	Solicitation	2.10
03/29/19	CP	DS	Review proposed revisions to plan in coordination with C. Johnson (Prime Clerk)	Solicitation	0.20

Total Hours**34.80**



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Hourly Fees by Employee through April 2019

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
MMB	Brown, Mark M	SA - Solicitation Consultant	1.00	\$215.00	\$215.00
STK	Kesler, Stanislav	SA - Solicitation Consultant	2.80	\$215.00	\$602.00
PL	Labissiere, Pierre	SA - Solicitation Consultant	1.00	\$215.00	\$215.00
CLL	Liu, Calvin L	SA - Solicitation Consultant	1.20	\$215.00	\$258.00
SLL	Lonergan, Senan L	SA - Solicitation Consultant	2.90	\$215.00	\$623.50
ATO	Orchowski, Alex T	SA - Solicitation Consultant	1.80	\$215.00	\$387.00
AMA	Adler, Adam M	DI - Director	0.30	\$220.00	\$66.00
ACJ	Jaffar, Amrita C	DI - Director	0.50	\$220.00	\$110.00
SW	Weiner, Shira D	DI - Director	2.20	\$220.00	\$484.00
CJ	Johnson, Craig	DS - Director of Solicitation	0.40	\$240.00	\$96.00
CP	Pullo, Christina	DS - Director of Solicitation	0.50	\$240.00	\$120.00
TOTAL:			14.60		\$3,176.50

Hourly Fees by Task Code through April 2019

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
DISB	Disbursements	1.10	\$236.50
INQR	Call Center / Credit Inquiry	6.50	\$1,397.50
RETN	Retention / Fee Application	3.00	\$660.00
SOLI	Solicitation	4.00	\$882.50
TOTAL:		14.60	\$3,176.50

Sears Holdings Corporation

Page 2

Invoice #: 9613

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
04/02/19	PL	SA	Review and respond to inquiry from Phil DiDonato at Weil related to the upcoming solicitation	Solicitation	0.40
04/08/19	SLL	SA	Respond to creditor inquiries regarding CUSIPs included in solicitation	Call Center / Credit Inquiry	0.50
04/09/19	CJ	DS	Prepare for, participate in, and conduct follow-up on communications with P. DiDonato at WGM on timing and details of solicitation	Solicitation	0.40
04/09/19	CP	DS	Coordinate with Prime Clerk case team regarding solicitation status update	Solicitation	0.10
04/12/19	CLL	SA	Review and analyze solicitation materials and procedures to be implemented in upcoming solicitation	Solicitation	1.20
04/12/19	MMB	SA	Confer and coordinate with case team (P Labissiere) re upcoming solicitation and quality assurance review of notice of disclosure statement hearing	Solicitation	0.60
04/12/19	MMB	SA	Review correspondence with case team (R Stitt, C Pullo, P Labissiere), and Debtors' counsel (P DiDonato at Weil, Gotshal) related to notice of disclosure statement hearing	Solicitation	0.40
04/12/19	SW	DI	Draft combined monthly fee statement	Retention / Fee Application	1.00
04/12/19	SW	DI	Draft first interim fee application	Retention / Fee Application	1.20
04/15/19	ACJ	DI	Review and file monthly fee statement and interim fee application	Retention / Fee Application	0.50
04/15/19	AMA	DI	Review and revise interim fee application	Retention / Fee Application	0.30
04/15/19	CP	DS	Coordinate with P. Labissiere (Prime Clerk) regarding ballot comments	Solicitation	0.20
04/17/19	ATO	SA	Confer and coordinate with case team re solicitation	Solicitation	0.30
04/17/19	ATO	SA	Review and respond to inquiries from Phil DiDonato at Weil Gotshal related to distributions	Disbursements	1.10
04/17/19	CP	DS	Coordinate with P. Labissiere regarding ballot cusip issues and creditor solicitation-related information request from Weil	Solicitation	0.20
04/22/19	ATO	SA	Respond to nominee inquiries related to solicitation	Call Center / Credit Inquiry	0.20
04/23/19	ATO	SA	Update solicitation task tracker in preparation for solicitation team meeting	Solicitation	0.10
04/23/19	PL	SA	Respond to creditor inquiries related to the upcoming solicitation	Call Center / Credit Inquiry	0.60
04/23/19	SLL	SA	Respond to creditor inquiries related to upcoming disclosure statement hearing	Call Center / Credit Inquiry	0.80

Sears Holdings Corporation

Page 3

Invoice #: 9613

04/24/19	ATO	SA	Discuss upcoming solicitation in solicitation team meeting	Solicitation	0.10
04/24/19	SLL	SA	Respond to creditor inquiries related to upcoming disclosure statement hearing	Call Center / Credit Inquiry	0.50
04/25/19	SLL	SA	Respond to creditor inquiries related to upcoming disclosure statement hearing	Call Center / Credit Inquiry	0.60
04/25/19	STK	SA	Respond to creditor and nominee inquiries related to solicitation	Call Center / Credit Inquiry	0.40
04/26/19	STK	SA	Respond to creditor and nominee inquiries related to solicitation	Call Center / Credit Inquiry	0.60
04/29/19	STK	SA	Respond to creditor and nominee inquiries related to solicitation	Call Center / Credit Inquiry	1.00
04/30/19	SLL	SA	Respond to creditor inquiries related to upcoming disclosure statement hearing	Call Center / Credit Inquiry	0.50
04/30/19	STK	SA	Respond to creditor and nominee inquiries related to solicitation	Call Center / Credit Inquiry	0.80
Total Hours					14.60



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Hourly Fees by Employee through May 2019

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
RAR	Reyes, Ronald A	TC - Technology Consultant	2.00	\$45.00	\$90.00
KS	Singh, Kevin	TC - Technology Consultant	3.50	\$55.00	\$192.50
SJB	Bindra, Shamick J	TC - Technology Consultant	5.90	\$70.00	\$413.00
CCP	Pagan, Chanel C	CO - Consultant	0.30	\$175.00	\$52.50
OB	Bitman, Oleg	SC - Senior Consultant	0.80	\$195.00	\$156.00
RMA	Allen, Richard M	DI - Director	0.90	\$210.00	\$189.00
BNB	Bishop, Brandon N	DI - Director	0.80	\$210.00	\$168.00
GAR	Ruiz, Gustavo A	DI - Director	1.00	\$210.00	\$210.00
MMB	Brown, Mark M	SA - Solicitation Consultant	5.50	\$215.00	\$1,182.50
STK	Kesler, Stanislav	SA - Solicitation Consultant	1.20	\$215.00	\$258.00
PL	Labissiere, Pierre	SA - Solicitation Consultant	2.30	\$215.00	\$494.50
SLL	Lonergan, Senan L	SA - Solicitation Consultant	2.60	\$215.00	\$559.00
NCS	Scully, Nickesha C	SA - Solicitation Consultant	0.30	\$215.00	\$64.50
AMA	Adler, Adam M	DI - Director	1.80	\$220.00	\$396.00
HCB	Baer, Herb C	DI - Director	0.80	\$220.00	\$176.00
MDU	Dubin, Mariah	DI - Director	1.40	\$220.00	\$308.00
ACJ	Jaffar, Amrita C	DI - Director	1.00	\$220.00	\$220.00
SW	Weiner, Shira D	DI - Director	1.20	\$220.00	\$264.00
CJ	Johnson, Craig	DS - Director of Solicitation	56.00	\$240.00	\$13,440.00
CP	Pullo, Christina	DS - Director of Solicitation	6.80	\$240.00	\$1,632.00
DS	Sharp, David	DS - Director of Solicitation	1.50	\$240.00	\$360.00
TOTAL:			97.60		\$20,825.50

Hourly Fees by Task Code through May 2019

Sears Holdings Corporation

Page 2

Invoice #: 9814

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
BALL	Ballots	9.70	\$1,188.50
INQR	Call Center / Credit Inquiry	3.70	\$815.50
RETN	Retention / Fee Application	1.70	\$360.50
SOLI	Solicitation	82.50	\$18,461.00
TOTAL:		97.60	\$20,825.50

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
05/01/19	PL	SA	Respond to creditor inquiry related to the upcoming solicitation	Call Center / Credit Inquiry	0.30
05/02/19	SLL	SA	Respond to inquiries regarding upcoming solicitation	Call Center / Credit Inquiry	0.60
05/03/19	CJ	DS	Prepare for upcoming voting record date	Solicitation	0.30
05/06/19	SLL	SA	Respond to creditor inquiries regarding solicitation process	Call Center / Credit Inquiry	0.50
05/07/19	CJ	DS	Review materials and listing of securities in preparation for voting record date and coordinate with team	Solicitation	0.70
05/07/19	CJ	DS	Update calendar with solicitation timetable	Solicitation	0.30
05/07/19	NCS	SA	Confer and coordinate with case team re upcoming solicitation	Solicitation	0.10
05/07/19	STK	SA	Respond to creditor and nominee inquiries related to solicitation	Call Center / Credit Inquiry	0.40
05/08/19	CJ	DS	Prepare for, participate in, and conduct follow-up on call with P. DiDonato (Weil Gotshal) on updated solicitation timetable	Solicitation	0.40
05/08/19	CJ	DS	Review solicitation materials in preparation for voting record date	Solicitation	1.10
05/09/19	CJ	DS	Coordinate the collection of voting record date information	Solicitation	0.50
05/09/19	CJ	DS	Draft and circulate e-mail and data-gathering templates to P. DiDonato (WGM) memorializing discussions on tabulation of Class 5 ESL Claims	Solicitation	0.60
05/09/19	CJ	DS	Prepare for, participate in, and conduct follow up on conversation with P. DiDonato (WGM) on mechanics for tabulating Class 5 ESLs	Solicitation	0.40
05/09/19	CJ	DS	Prepare for, participate in, and conduct follow up on meeting with C. Pullo, J. Daloia, D. Sharp (Prime Clerk) on solicitation and tabulation mechanics	Solicitation	0.80
05/09/19	CJ	DS	Review and compile necessary information from Sears plan and solicitation procedures to prepare for solicitation	Solicitation	1.10
05/09/19	CJ	DS	Review the definitions of parties falling within Class 4 and Class 5 and applicable draft ballots as part of the voting record date preparation for solicitation	Solicitation	0.80
05/09/19	CP	DS	Review plan and motion to approve disclosure statement (.8); coordinate with C. Johnson, J. Daloia and D. Sharp (Prime Clerk) in relation to plan classes and revisions to ballot forms (.7); coordinate with P. DiDonato (Weil) and C. Johnson, D. Sharp (Prime Clerk) regarding Class 4 and Class 5 voting issues (.3)	Solicitation	1.80
05/09/19	DS	DS	Attend team meeting regarding solicitation materials and	Solicitation	0.60

Sears Holdings Corporation

Page 4

Invoice #: 9814

			procedures		
05/09/19	DS	DS	Prepare for and participate in telephone conference with Weil (P DiDonato) regarding solicitation procedures	Solicitation	0.30
05/09/19	DS	DS	Review and provide comments on solicitation materials	Solicitation	0.60
05/10/19	CJ	DS	Review and map voting classes and prepare for plan classing	Solicitation	1.30
05/10/19	CJ	DS	Review draft ballots and provide comments regarding same	Solicitation	0.80
05/13/19	CP	DS	Coordinate with C. Johnson (Prime Clerk) regarding ESL voting parties and solicitation preparation related thereto	Solicitation	0.40
05/13/19	STK	SA	Respond to creditor and nominee inquiries related to solicitation	Call Center / Credit Inquiry	0.80
05/14/19	CJ	DS	Review docket for pleadings that would affect solicitation	Solicitation	0.40
05/14/19	SW	DI	Draft monthly fee statement	Retention / Fee Application	1.20
05/16/19	MMB	SA	Review correspondence with case team (C Johnson, G Faust) and Debtors' counsel (A Hwang at Weil, Gotshal) related to upcoming plan filing	Solicitation	0.10
05/17/19	CJ	DS	Prepare for and communicate with P. DiDonato at WGM on updated ballots and notices	Solicitation	0.50
05/17/19	CJ	DS	Review revised plan and provide comments regarding same	Solicitation	0.70
05/20/19	CJ	DS	Compile information to prepare for review of revised draft ballots	Solicitation	0.50
05/20/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with P. DiDonato to discuss solicitation punch-list and open items	Solicitation	0.30
05/20/19	MMB	SA	Confer and coordinate with case team (C Johnson) re upcoming solicitation (0.2); review and edit proposed disclosure statement order and solicitation documents and prepare redline of Prime Clerk edits for counsel's review (1.9)	Solicitation	2.10
05/22/19	CJ	DS	Review draft ballots and provide comments regarding same	Solicitation	0.30
05/22/19	CP	DS	Review email from P. DiDonato (Weil) regarding indenture trustee objection to disclosure statement and certain voting issues (.1); review objection related to same (.4); draft email to C. Johnson (Prime Clerk) regarding same (.1)	Solicitation	0.60
05/23/19	AMA	DI	Review and revise monthly fee statement	Retention / Fee Application	0.20
05/23/19	CCP	CO	Review and file monthly fee statement	Retention / Fee Application	0.30
05/23/19	CJ	DS	Prepare for, participate in, and conduct follow up on call to D. Klein (Broadridge) to discuss Sears voting	Solicitation	0.40
05/23/19	CJ	DS	Review and analyze objection filed by Wilmington Trust re: voting mechanics	Solicitation	0.80
05/23/19	CP	DS	Coordinate with C. Johnson and J. Daloia (Prime Clerk) regarding securities voting mechanics related to certain indenture trustee issues	Solicitation	0.70

Sears Holdings Corporation

Page 5

Invoice #: 9814

05/24/19	CJ	DS	Prepare for, participate in, and conduct follow up on calls with P. DiDonato (WGM) on voting mechanics	Solicitation	0.60
05/24/19	CJ	DS	Review and revise draft ballots	Solicitation	0.80
05/24/19	CJ	DS	Review objection of Wilmington Trust in connection with preparing the voting mechanics	Solicitation	0.60
05/24/19	CP	DS	Coordinate with C. Johnson (Prime Clerk) regarding voting issues related to objection by indenture trustee (.4); review emails between Prime Clerk case team and Weil (P. DiDonato) regarding voting information requests related to certain parties (.1)	Solicitation	0.50
05/24/19	MMB	SA	Confer and coordinate with case team (C Johnson, P Labissiere) re upcoming solicitation and quality assurance review of proposed disclosure statement order and solicitation documents	Solicitation	1.30
05/24/19	MMB	SA	Review correspondence with case team (C Johnson, P Labissiere) and Debtors' counsel (P DiDonato at Weil, Gotshal) related to upcoming solicitation	Solicitation	0.30
05/25/19	CJ	DS	Coordinate with M. Korycki (M-III) on solicitation plan classing	Solicitation	0.40
05/25/19	CJ	DS	Prepare for, participate in, and conduct follow up on communication with C. Rosenbloom (Cleary) on ESL Parties	Solicitation	0.30
05/25/19	CJ	DS	Review and edit proposed order, solicitation procedures, ballots, and notices	Solicitation	3.40
05/25/19	CJ	DS	Review plan of reorganization (as filed) and compile notes relating to solicitation	Solicitation	3.20
05/25/19	CP	DS	Review proposed revisions to ballots in coordination with C. Johnson	Solicitation	0.30
05/26/19	CJ	DS	Prepare for, participate in, and conduct follow up on calls with P. DiDonato (WGM) on revisions to plan and corresponding revisions to ballots	Solicitation	0.90
05/26/19	CJ	DS	Review revised proposed plan and conform ballots accordingly	Solicitation	2.90
05/26/19	CP	DS	Review additional proposed revisions to ballots in coordination with C. Johnson (Prime Clerk)	Solicitation	0.60
05/26/19	MMB	SA	Confer and coordinate with case team (C Johnson) re upcoming solicitation and quality assurance review of voting and distribution treatment summary	Solicitation	1.10
05/26/19	MMB	SA	Confer and coordinate with case team (P Labissiere) re upcoming solicitation and plan classing report	Solicitation	0.30
05/27/19	CJ	DS	Prepare for, participate in, and conduct follow up on calls with P. DiDonato (WGM) on revisions to plan and corresponding revisions to ballots	Solicitation	1.30
05/27/19	CJ	DS	Review revised proposed plan and conformed ballots accordingly	Solicitation	3.60
05/27/19	CP	DS	Review emails from C. Johnson (Prime Clerk) regarding solicitation issues and ballot updates	Solicitation	0.20
05/27/19	SLL	SA	Analyze and provide information regarding solicitation	Solicitation	1.50

Sears Holdings Corporation

Page 6

Invoice #: 9814

			logistics to Debtors' counsel		
05/28/19	CJ	DS	Compile information on various notes and conduct QA of annexes to beneficial holder ballots	Solicitation	0.90
05/28/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with E. Fox (Seyfarth) on voting information for noteholders	Solicitation	0.40
05/28/19	CJ	DS	Prepare for, participate in, and conduct follow up on calls with D. Retter (Kelley Drye) on voting information for noteholders	Solicitation	0.40
05/28/19	CJ	DS	Prepare for, participate in, and conduct follow up on communication with J. Gadsden (Carter Ledyard) on voting information for noteholders	Solicitation	0.30
05/28/19	CJ	DS	Prepare for, participate in, and conduct follow up on communications with A. Alves (Seward Kissel) on voting information for noteholders	Solicitation	0.40
05/28/19	CJ	DS	Review revised proposed plan and conformed ballots accordingly	Solicitation	2.90
05/28/19	CP	DS	Coordinate with P. Labissiere (Prime Clerk) regarding plan class report preparation and revised language in disclosure statement order (.3); review and provide comments to revised disclosure statement order and ballots (.9); coordinate with Prime Clerk case team regarding same (.1); review emails between Weil and Prime Clerk case teams regarding solicitation order and ballot updates and issues (.3)	Solicitation	1.60
05/28/19	NCS	SA	Confer and coordinate with case team re upcoming solicitation	Solicitation	0.20
05/29/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with D. Klein (Broadridge) on the voting of the noteholders	Solicitation	0.60
05/29/19	CJ	DS	Prepare for, participate in, and conduct follow up on communication with M. Weinberg (Cleary) on ESL Parties	Solicitation	0.30
05/29/19	CJ	DS	Prepare for, participate in, and conduct follow up on meeting with P. Labissiere, M. Brown, and S. Kesler (Prime Clerk) on solicitation timing and mechanics	Solicitation	1.10
05/29/19	CJ	DS	Prepare for, participate in, and conduct follow up on meeting with P. Labissiere, M. Brown, S. Kesler, and R. Reyes (Prime Clerk) on solicitation mechanics relating to lender ballots	Solicitation	0.70
05/29/19	CJ	DS	Review Second Amended Plan of Reorganization (as filed) and update corresponding ballots and solicitation mechanics	Solicitation	2.30
05/29/19	CJ	DS	Revise procedures for soliciting ESL Parties	Solicitation	0.60
05/29/19	CJ	DS	Prepare Second Lien Credit Facility "omnibus" ballot	Solicitation	1.10
05/29/19	CP	DS	Quality assurance review of emails regarding solicitation preparation among Prime Clerk case team	Solicitation	0.10
05/29/19	PL	SA	Confer and coordinate with Prime Clerk case team re the upcoming solicitation and tabulation	Solicitation	1.00
05/29/19	SJB	TC	Technology support and planning for solicitation process	Solicitation	1.50
05/30/19	CJ	DS	Review revised plan of reorganization and revised	Solicitation	1.80

Sears Holdings Corporation

Page 7

Invoice #: 9814

			solicitation procedures order and exhibits for the purpose of conforming Prime Clerk's processes for collecting and tabulating votes		
05/30/19	CJ	DS	Prepare for the solicitation and tabulation of any registered holders of Sears' notes, including collecting address information	Solicitation	0.40
05/30/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with P. DiDonato (WGM) on plan vote classification	Solicitation	0.40
05/30/19	CJ	DS	Communicate with indenture trustees for voting notes on lists of registered holders	Solicitation	0.40
05/30/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with J. Gadsden (Carter Ledyard) re: soliciting holders of notes	Solicitation	0.40
05/30/19	CJ	DS	Prepare for, participate in, and conduct follow up on meeting with P. Labissiere and S. Kesler (Prime Clerk) re: mechanics for tabulating second lien credit facility ballots	Solicitation	0.50
05/30/19	CJ	DS	Review and provide suggested edits to latest version of proposed disclosure statement order	Solicitation	1.40
05/30/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with P. DiDonato about proposed edits to text of disclosure statement order	Solicitation	0.60
05/30/19	KS	TC	Technical support for processing ballots	Ballots	2.40
05/30/19	MDU	DI	Meet and confer with S. Bindra re upcoming solicitation mailing and ballot intake and processing logistics	Solicitation	0.40
05/30/19	RAR	TC	Technical support for exporting ballot data	Ballots	2.00
05/30/19	SJB	TC	Technology support and planning for solicitation process and confer with M. Dubin regarding same	Solicitation	2.10
05/31/19	ACJ	DI	Attend conference with C. Johnson, P. Labissiere, S. Kesler, H. Baer, A. Adler, M. Dubin, B. Bishop, G. Ruiz and R. Allen to review logistics and staffing impact of ballot tabulation and solicitation inquiries	Solicitation	1.00
05/31/19	AMA	DI	Meet and confer with B. Bishop and M. Dubin re logistics for processing ballots (.6); conference call with C. Kaufman, P. Labissiere, S. Kesler, M. Dubin, B. Bishop, A. Jaffar and G. Ruiz re logistics for ballot processing and potential creditor inquiries re same	Ballots	1.60
05/31/19	BNB	DI	Meet and confer with Prime Clerk team re ballot processing and quality assurance review logistics	Ballots	0.80
05/31/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with J. Gadsden (Carter Ledyard) on registered noteholder information	Solicitation	0.30
05/31/19	CJ	DS	Compile and send solicitation estimate to M. Korycki (M-III) and conduct follow up	Solicitation	0.40
05/31/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with P. DiDonato (WGM) on outstanding items needed for solicitation	Solicitation	0.40
05/31/19	CJ	DS	Review and revise proposed draft Disclosure Statement Order and accompanying exhibits (ballots and notices)	Solicitation	2.70

Sears Holdings Corporation

Page 8

Invoice #: 9814

05/31/19	CJ	DS	Revise Class 2 / Class 4 Beneficial Owner Ballot for Second Lien Notes	Solicitation	1.80
05/31/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with S. Keslver, P. Labissiere, A. Adler, M. Dubin, A. Jaffer, and B. Bishop (Prime Clerk) on the logistics of responding to solicitation and tabulation inquiries	Call Center / Credit Inquiry	0.80
05/31/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with S. Keslver, P. Labissiere, A. Adler, M. Dubin, A. Jaffer, and B. Bishop (Prime Clerk) on the logistics of processing ballots	Solicitation	0.70
05/31/19	GAR	DI	Meet and confer with Solicitation team re ballot processing logistics	Ballots	1.00
05/31/19	HCB	DI	Attend conference with C. Johnson, A. Adler, M. Dubin, B. Bishop and R. Allen to review logistics and staffing impact of ballot tabulation and solicitation inquiries	Ballots	0.80
05/31/19	KS	TC	Technical support for processing ballots	Ballots	1.10
05/31/19	MDU	DI	Attend conference with C. Johnson, P. Labissiere, S. Kesler, A. Adler, H. Baer, B. Bishop, G. Ruiz and R. Allen to review logistics and staffing impact of ballot tabulation and solicitation inquiries	Solicitation	1.00
05/31/19	MMB	SA	Respond to nominee inquiry related to upcoming Plan solicitation	Call Center / Credit Inquiry	0.30
05/31/19	OB	SC	Confer and coordinate with case team re solicitation ballot process	Solicitation	0.80
05/31/19	PL	SA	Confer and coordinate with Prime Clerk case team re noticing in the upcoming solicitation	Solicitation	1.00
05/31/19	RMA	DI	Attend conference with C. Johnson, A. Adler, M. Dubin, B. Bishop and R. Allen to review logistics and staffing impact of ballot tabulation and solicitation inquiries	Solicitation	0.90
05/31/19	SJB	TC	Technology support and planning for solicitation process	Solicitation	2.30
Total Hours					97.60



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Hourly Fees by Employee through June 2019

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
KS	Singh, Kevin	TC - Technology Consultant	5.00	\$55.00	\$275.00
CCP	Pagan, Chanel C	CO - Consultant	0.30	\$175.00	\$52.50
RMA	Allen, Richard M	DI - Director	1.20	\$210.00	\$252.00
MMB	Brown, Mark M	SA - Solicitation Consultant	6.90	\$215.00	\$1,483.50
PL	Labissiere, Pierre	SA - Solicitation Consultant	5.60	\$215.00	\$1,204.00
ATO	Orchowski, Alex T	SA - Solicitation Consultant	0.10	\$215.00	\$21.50
NCS	Scully, Nickesha C	SA - Solicitation Consultant	0.20	\$215.00	\$43.00
AMA	Adler, Adam M	DI - Director	0.90	\$220.00	\$198.00
MDU	Dubin, Mariah	DI - Director	1.10	\$220.00	\$242.00
ACJ	Jaffar, Amrita C	DI - Director	0.10	\$220.00	\$22.00
SW	Weiner, Shira D	DI - Director	1.20	\$220.00	\$264.00
JFD	Daloia, James F	DS - Director of Solicitation	0.50	\$240.00	\$120.00
CJ	Johnson, Craig	DS - Director of Solicitation	28.60	\$240.00	\$6,864.00
CP	Pullo, Christina	DS - Director of Solicitation	2.90	\$240.00	\$696.00
DS	Sharp, David	DS - Director of Solicitation	0.30	\$240.00	\$72.00
TOTAL:			54.90		\$11,809.50

Hourly Fees by Task Code through June 2019

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
BALL	Ballots	5.00	\$275.00
INQR	Call Center / Credit Inquiry	4.80	\$1,073.50
RETN	Retention / Fee Application	1.50	\$316.50
SOLI	Solicitation	43.60	\$10,144.50

Sears Holdings Corporation

Page 2

Invoice #: 10008

TOTAL:	54.90	\$11,809.50
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Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
06/03/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding call M. Weinberg (Cleary Gottlieb) on status of ESL party list and participants in second lien credit facility as of the voting record date for purposes of solicitation	Solicitation	0.40
06/03/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding call with James Gadsden (Carter Ledyard) RE: medium term notes	Solicitation	0.30
06/03/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding call with P. DiDonato (WGM) on status of entry of disclosure statement order	Solicitation	0.30
06/03/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding communications with M. Callahan (BNY Mellon) RE: medium term notes	Solicitation	0.30
06/03/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding discussion with P. Labissiere (Prime Clerk) on plan class report	Solicitation	0.70
06/03/19	CJ	DS	Revise and circulate class 2 / class 4 lender ballot and class 2 / class 4 master ballot for use by holders of second lien debt	Solicitation	1.10
06/03/19	CJ	DS	Revise ballots based on comments from A. Alves (Seward Kissel)	Solicitation	0.40
06/03/19	CJ	DS	Update securities spreadsheet based on feedback from indenture trustees	Solicitation	0.50
06/03/19	CP	DS	Coordinate with C. Johnson (Prime Clerk) regarding solicitation preparations, plan class report, ballot issues and updates from Weil team	Solicitation	0.60
06/03/19	KS	TC	Technical support for processing ballots	Ballots	1.70
06/04/19	CJ	DS	Compile and catalog registered holder information for all notes	Solicitation	0.70
06/04/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding calls with M. Callahan (BNY Mellon) on registered holders of 2002 SRAC unsecured notes (medium term notes)	Solicitation	0.60
06/04/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding communication with E. Fox (Seyfarth) on any registered holders of second lien notes	Solicitation	0.20
06/04/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding communication with J. Gadsden (Carter Ledyard) on any registered holders of 2002 SRAC Unsecured "Medium Term Notes"	Solicitation	0.30
06/04/19	CJ	DS	Review and analyze plan classing for solicitation purposes	Solicitation	0.60
06/04/19	CJ	DS	Review registered holder information and apprise WGM of those holders for voting purposes	Solicitation	0.40

Sears Holdings Corporation

Page 4

Invoice #: 10008

06/04/19	CJ	DS	Revise Class 2 and Class 4 second lien credit facility ballot	Solicitation	0.70
06/04/19	CP	DS	Coordinate with Prime Clerk case team regarding solicitation and ballot issues	Solicitation	0.20
06/04/19	KS	TC	Technical support for processing ballots	Ballots	1.90
06/04/19	NCS	SA	Confer and coordinate with case team re upcoming solicitation	Solicitation	0.20
06/05/19	ATO	SA	Update solicitation team task tracker	Solicitation	0.10
06/05/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding call with P. Labissiere on status of solicitation preparation	Solicitation	0.40
06/05/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding e-mail with P. DiDonato (WGM) on ballots	Solicitation	0.40
06/05/19	CP	DS	Monitor solicitation preparation and updates in coordination with Prime Clerk case team	Solicitation	0.20
06/06/19	AMA	DI	Meet with Prime Clerk team re solicitation logistics; internal follow up re same	Solicitation	0.80
06/06/19	CJ	DS	Compile voting information for lenders and conduct quality assurance of that information	Solicitation	0.60
06/06/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding call with D. Klein (Broadridge) re: tabulating votes through Broadridge	Solicitation	0.80
06/06/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding calls and e-mails with M. Weinberg (Cleary) re identities of lenders for voting and noticing purposes	Solicitation	0.40
06/06/19	CJ	DS	Prepare for, participate in, and conduct follow up on communications with P. DiDonato (WGM) on status of disclosure statement order and timetable for mailing notice of confirmation hearing	Solicitation	0.40
06/06/19	CJ	DS	Review and amend ballots	Solicitation	0.70
06/06/19	MDU	DI	Meet and confer with Prime Clerk team re upcoming solicitation noticing, communication and ballot intake and processing logistics	Solicitation	0.80
06/06/19	MMB	SA	Confer and coordinate with case team (C. Johnson, A. Adler, M. Carey, H. Baer) re upcoming solicitation	Solicitation	0.80
06/06/19	PL	SA	Confer and coordinate with case team re the upcoming solicitation	Solicitation	0.70
06/06/19	RMA	DI	Confer and correspond with H Baer, M Dubin, C Johnson, A Adler and S Bindra re upcoming solicitation	Solicitation	0.90
06/07/19	CJ	DS	Compile and draft communication plan in connection with solicitation	Call Center / Credit Inquiry	0.70
06/07/19	CJ	DS	Coordinate with M. Weinberg (Cleary) regarding loan parties for solicitation mailing purposes	Solicitation	0.40
06/07/19	CJ	DS	Manage Prime Clerk proprietary database for voting purposes	Solicitation	0.50
06/07/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding call with H. Baer, A. Adler, and P. Labissiere (Prime Clerk) on plan for handling of inbound solicitation related calls	Call Center / Credit Inquiry	0.50

Sears Holdings Corporation

Page 5

Invoice #: 10008

06/07/19	CP	DS	Review emails between Weil (N. Hwangpo, P. DiDonato), Cleary (C. Rosenbloom) and Prime Clerk case team regarding lender solicitation issues and solicitation status	Solicitation	0.20
06/07/19	KS	TC	Technical support for processing ballots	Ballots	1.40
06/07/19	MDU	DI	Meet and confer with Prime Clerk team re upcoming communication needs relating to solicitation mailing	Call Center / Credit Inquiry	0.30
06/07/19	MMB	SA	Review correspondence with case team (C. Johnson; A. Adler, P. Labissiere), Debtors' counsel (N. Hwangpo, P. DiDonato at Weil, Gotshal), and lender counsel (M. Weinberg and C. Rosenbloom at Cleary Gottlieb) related to upcoming solicitation	Solicitation	0.20
06/07/19	PL	SA	Respond to nominee inquiries related to upcoming solicitation	Call Center / Credit Inquiry	0.50
06/10/19	CJ	DS	Prepare for and coordinate with P. Labissiere and M. Brown (Prime Clerk) regarding the customized of the Class 4 Ballots to the registered holders of medium term notes	Solicitation	0.40
06/10/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding call with D. Klein (Broadridge) re: processing of voting event through Broadridge's electronic voting platform	Solicitation	0.40
06/10/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding call with M. Weinberg (Cleary) on status of lender information for voting purposes	Solicitation	0.40
06/10/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding call with P. DiDonato (WGM) on status of disclosure statement order	Solicitation	0.30
06/10/19	CJ	DS	Prepare process for receipt and response to expected solicitation inquiries	Call Center / Credit Inquiry	0.40
06/10/19	CJ	DS	Review latest drafts of ballots as customized for each voting bloc in preparation for solicitation	Solicitation	0.60
06/10/19	MMB	SA	Confer and coordinate with case team (C. Johnson, P. Labissiere) re upcoming solicitation (.3); draft and revise ballots (.8)	Solicitation	1.10
06/10/19	PL	SA	Respond to creditor inquiries related to the upcoming solicitation	Call Center / Credit Inquiry	0.80
06/10/19	RMA	DI	Confer and correspond with solicitation team re upcoming tasks	Solicitation	0.30
06/11/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with P. DiDonato (WGM) regarding status of disclosure statement order	Solicitation	0.10
06/11/19	CP	DS	Coordinate with Prime Clerk case team (C. Johnson, P. Labissiere) regarding solicitation preparation and related issues	Solicitation	0.30
06/11/19	PL	SA	Respond to creditor inquiries related to the upcoming solicitation	Call Center / Credit Inquiry	0.90
06/12/19	CJ	DS	Prepare for, participate in, and conduct follow up on call with D. Klein (Broadridge) regarding processing opt-out elections	Solicitation	0.40
06/12/19	CJ	DS	Prepare for, participate in, and conduct follow up on call	Solicitation	0.40

Sears Holdings Corporation

Page 6

Invoice #: 10008

			with P. Didonato and A. Hwang (WGM) regarding opt-out elections		
06/12/19	CJ	DS	Review and revise all ballot forms for all classes of creditors	Solicitation	2.40
06/12/19	CP	DS	Coordinate with Broadridge, Prime Clerk case team (D. Sharp, C. Johnson) and Weil (G. Fail) regarding bond voting and plan release opt out issues	Solicitation	1.10
06/12/19	DS	DS	Prepare for and participate in telephone conference with Sears regarding solicitation mechanics	Solicitation	0.30
06/12/19	MMB	SA	Confer and coordinate with case team (C. Johnson, P. Labissiere) re upcoming solicitation (.4); draft and revise ballots (1.9)	Solicitation	2.30
06/13/19	CJ	DS	Prepare for, participate in, and conduct follow-up regarding call with N. Hwangpo and P. diDonato (WGM) and J. Daloia (Prime Clerk) on opt-out mechanics	Solicitation	0.60
06/13/19	CJ	DS	Prepare for, participate in, and conduct follow-up regarding communications with Broadridge on the processing of opt-outs	Solicitation	0.40
06/13/19	JFD	DS	Telephone conference with P. DiDanato at Weil and Craig Johnson regarding solicitation mechanics	Solicitation	0.50
06/13/19	PL	SA	Respond to nominee inquiries related to the upcoming solicitation	Call Center / Credit Inquiry	0.70
06/14/19	CJ	DS	Revise Sears ballots per client comments	Solicitation	1.60
06/15/19	CJ	DS	Review and revise ballots	Solicitation	4.30
06/17/19	CJ	DS	Follow up and exchange e-mails with WGM Team regarding status of solicitation and mechanics for opt-out	Solicitation	0.40
06/17/19	CJ	DS	Prepare for, participate in, and conduct follow-up regarding communications with D. Klein (Broadridge) on mechanics for collecting votes	Solicitation	0.40
06/17/19	CP	DS	Coordinate with Prime Clerk case team regarding solicitation issues, latest ballot drafts and opt out issues	Solicitation	0.30
06/18/19	MMB	SA	Confer and coordinate with case team (C. Johnson) re upcoming solicitation (.1); draft and revise ballots (.7)	Solicitation	0.80
06/18/19	SW	DI	Draft monthly fee statement for filing with court	Retention / Fee Application	1.20
06/19/19	CJ	DS	Prepare to circulate revised drafts of class 5 ESL ballots	Solicitation	0.40
06/19/19	MMB	SA	Confer and coordinate with case team (C. Johnson) re upcoming solicitation (.1); draft and revise ballots (1.6)	Solicitation	1.70
06/20/19	CJ	DS	Gather, format, and provide to P. DiDonato (WGM) form of ballots for inclusion in submitted disclosure statement order	Solicitation	0.40
06/25/19	CJ	DS	Coordinate with D. Klein (Broadridge) on revised ballot templates	Solicitation	0.30
06/25/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding communications with M. Weinberg (Cleary) on lender voting information	Solicitation	0.20
06/25/19	PL	SA	Confer and coordinate with Prime Clerk case team re logistics relating to the upcoming solicitation mailing	Solicitation	1.50

Sears Holdings Corporation

Page 7

Invoice #: 10008

06/26/19	CJ	DS	Prepare for, participate in, and conduct follow up regarding call with M. Weinberg (Clearly) on status of lender information for solicitation purposes	Solicitation	0.30
06/27/19	CJ	DS	Prepare, participate in, and conduct follow up regarding communications with Broadridge (R. Altinel) on status of upcoming solicitation	Solicitation	0.20
06/28/19	ACJ	DI	Meet and confer with A. Adler team re logistics for processing upcoming ballots	Solicitation	0.10
06/28/19	AMA	DI	Conference with A. Jaffar team re ballot processing logistics	Solicitation	0.10
06/28/19	CCP	CO	Review and file monthly fee statement	Retention / Fee Application	0.30
06/28/19	PL	SA	Draft email to Prime Clerk team to coordinate solicitation and related outstanding items	Solicitation	0.50
Total Hours					54.90